

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**IN RE COLUMBIA PIPELINE GROUP, INC.
SECURITIES LITIGATION**

CIVIL ACTION NO.
1:18-cv-03670-GDB

**DEFENDANTS' MOTION TO DISMISS
CONSOLIDATED AMENDED CLASS ACTION COMPLAINT**

Defendants Columbia Pipeline Group, Inc. ("CPG"), Robert C. Skaggs, Jr., Stephen P. Smith, Glen L. Kettering, Sigmund L. Cornelius, Marty R. Kitrell, W. Lee Nutter, Deborah S. Parker, Lester P. Silverman, and Teresa A. Taylor respectfully move the Court for the entry of an order dismissing the Consolidated Amended Class Action Complaint (the "Complaint") pursuant to Federal Rules of Civil Procedure 8(a), 9(b), 12(b)(3), and 12(b)(6) and the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4(b). The Complaint should be dismissed because Lead Plaintiff fails to state a claim under Sections 14(a) and 20 of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78n(a)(1), 78t. The Complaint's breach of fiduciary duty claim is also deficient. Under CPG's articles of incorporation, a breach of fiduciary duty claim must be filed in Delaware Chancery Court, and Lead Plaintiff fails to state a claim in any event.

Defendants respectfully request oral argument.

This Motion is supported by the accompanying Memorandum of Law and exhibits attached thereto, the pleadings and other filings herein, and such other written or oral argument as may be permitted by the Court.

WHEREFORE, Defendants respectfully request that the Court dismiss the Complaint and grant such further relief as the Court may deem just and proper.

Dated: January 4, 2019

Respectfully submitted,

/s/ Brian J. Massengill

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Counsel for Defendants

CERTIFICATE OF SERVICE

I, Brian J. Massengill, hereby certify that on January 4, 2019, I electronically filed the foregoing **Motion to Dismiss** via the Court's CM/ECF system, which will deliver electronic notice of filing to all counsel of record.

/s/ Brian J. Massengill